

# Meeting Minutes for Weaver Street Market's Board of Directors

*December 2016 Meeting*

*Monthly Board Meeting, WSM Admin Center, Hillsborough, NC on December 14, 2016, 6:00 pm to 9:30 pm*

**Directors present:** Ruffin Slater (general manager), Alicia Altmueller (consumer owner), David Bright (consumer owner, secretary), Barbara Keith (consumer owner), Jon McDonald (chair, worker owner), Linda Stier (consumer owner), and Charles Traitor (worker owner).

**Others attending:** Andy Sachs (facilitator), Brenda Camp (notes), and Hank Becker (consumer owner).

## 1. Preliminaries

**Owner Input:** Consumer owner Hank Becker expressed his excitement about joining the Board in January and reported on books he was reading in advance of his term starting.

**Agenda:** There were no changes to the agenda.

**Minutes:** The minutes from the November meeting were approved.

**Decision:** The Board approved the November minutes.

## 2. Ownership Shares

### Share Transition Plan

The General Manager reported on the new share implementation plan and presented a new approach to overcoming some of the complications in the transition process for existing owners. The primary change in the approach is that owners would need to take an initiative to make a change other than the default path.

The Board was aligned with the plan.

## 3. Board Business

### Elections Committee Items

The Board appointed the 2017 Elections Committee: Lynn Nash, Becky Laskody, and Amy Lorang. Board member Linda Stier will return as the committee chair. Two members are undecided about returning; appointment of additional members will occur at the February meeting.

The Board awarded the 2016 Elections Committee an honorarium of \$100 for the members and \$150 for the chair. The Board expressed appreciation for the efficiency and results the Elections Committee achieved.

**Decision:** The Board appointed returning members of the Elections Committee—Linda Stier, chair and consumer

#### Overview of Changes for Existing Shares

##### Individual Share

**Default:** No changes

**Optional:** Can add non-voting household members

**NOTE:** All on share use # for shopping; only primary votes

##### 2-Person Share

**Default:**

\*Becomes one-person share with first person listed on the share becoming the voting owner

\*Other individuals become non-voting household members

\*Balance paid over \$75 becomes preferred share

**Optional:**

\*Second person on the share is moved to a new share (with voting privileges)

\*Balance paid over \$75 goes with this share (\$60)

\*WSM adds \$15 to bring to \$75

**NOTE:** Owners can use one or both numbers for shopping, but use their individual numbers for voting

##### 3 to 4 Person Share

**Default:**

\*Becomes one-person share with first person listed on the share becoming the voting owner

\*Other individuals become non-voting household members

\*Balance paid over \$75 becomes preferred share (\$100)

**Optional:**

\*Second person on the share is moved to a new share (with voting privileges) with \$75

\*Balance left (\$25) goes toward another new share for third individual

\*WSM adds \$50 to bring to \$75

\*If owner wants more than three shares, they would need to pay full price for each additional individual

**NOTE:** Owners can use one or both numbers for shopping, but use their individual numbers for voting

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owner; Amy Lorang, worker owner; Lynn Nash, worker owner; and Becky Laskody, consumer owner.

**Decision:** The Board awarded the 2016 Elections Committee an honorarium of \$100 for members and \$150 for the chair.

**Task:** Jon, Charles and Brenda will reach out to workers about serving on the Elections Committee. If the two undecided consumer members do not return to the committee, Brenda will reach out to the leadership list.

### Board Process Survey

Jon McDonald, Board Chair, reviewed the results of the quarterly Board process survey. The Code of Conduct form was added to retreat agenda. Alicia Altmueller reported to the Board that she had been asked to serve on the Board of Directors for PORCH. She asked for feedback on whether it would be a conflict of interest. The directors saw no conflict.

Linda Stier suggested that some of the responses on the survey could be related to gaps in orientation for new Board members. Charles Traitor responded that the responses were not from a lack of understanding policy but from not having the historical knowledge needed to respond to the questions. Stier suggested the need for a historical list of important Board decisions and undertakings.

### Draft Retreat Agenda

The Board reviewed the retreat agenda and added the Board calendar and appointment of officers.

## 4. GM Reports

### December GM Report

The General Manager answered questions on his monthly GM reports. Highlights from the report include:

- **Sales Growth:** Sales in November were up 7% overall, with Carrboro up 6%, Southern Village up 10%, and Hillsborough up 5%.
- **New Kind Engagement:** WSM has engaged New Kind, a local marketing agency, to work with us to better present our story to the greater community. Their work will take approximately six months, and will include widespread participation in helping to craft our story.
- **Home Delivery:** We are discontinuing weekly senior home delivery at the start of 2017. This program was only serving a handful of people, and our volunteer and staff time can have more impact elsewhere. We are directing the recipients to other services that are now available to meet their home delivery needs.
- **Southern Village Expansion:** The Southern Village expansion will happen January to March 2017. Our contractor is McDonald York, and our former landlord Bryan Properties is managing the construction for us. This is the project that was presented to the Board in a monitoring report in August.

### Monitoring Report: Policy B4 – Ownership Rights and Responsibilities

The General Manager answered questions on “Monitoring Report: Policy B4 – Ownership Rights and Responsibilities. He pointed out that this was the first time for the Board to receive this report since the updated policies were in place.

**Decision:** The Board accepted Monitoring Report Policy B4 – Ownership Rights and Responsibilities.

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### **Monitoring Report: Policy B5 – Treatment of Consumers**

The General Manager answered questions on “Monitoring Report: Policy B5 – Treatment of Consumers.” Dave Bright noted that it would be helpful for the General Manager in showing compliance to Provision 2 to identify the scope of conditions that encompass a safe environment and then provide data.

**Decision:** The Board accepted Monitoring Report Policy B5 – Treatment of Consumers.

### **5. Closings**

- Decisions and Tasks
- Next Month’s Agenda: Retreat
- Meeting Evaluation

### **6. Executive Session**